

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

Re: Docket Nos. 11 & 104

**CERTIFICATION OF COUNSEL REGARDING MOTION
OF DEBTORS FOR ENTRY OF INTERIM AND FINAL ORDERS
(I) AUTHORIZING THE DEBTORS TO (A) CONTINUE TO OPERATE
THEIR CASH MANAGEMENT SYSTEM, (B) HONOR CERTAIN
PREPETITION OBLIGATIONS RELATED THERETO, (C) MAINTAIN
EXISTING BUSINESS FORMS, AND (D) CONTINUE TO PERFORM
INTERCOMPANY TRANSACTIONS, AND (II) GRANTING RELATED RELIEF**

The undersigned proposed counsel to Joann, Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), hereby certifies as follows:

1. On January 15, 2025, the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief* [Docket No. 11] (the “Motion”) was filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached thereto as Exhibit B was a proposed form of order granting the relief requested in the Motion on a final basis (the “Final Order”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

2. On January 16, 2025, the Court held a hearing to consider the relief requested in the Motion on an interim basis and subsequently entered the *Interim Order (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief* [Docket No. 104] (the “Interim Order”).

3. Pursuant to the Interim Order, a final hearing on the Motion was set to be held on February 11, 2025, at 2:00 p.m. (prevailing Eastern Time) and any objections or responses to entry of the Final Order were to be filed and served on the undersigned proposed counsel by February 4, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”), except for the Official Committee of Unsecured Creditors (the “Committee”), whose deadline was extended to February 6, 2025 at 5:00 p.m. (prevailing Eastern Time).

4. Prior to the Objection Deadline, the Debtors received informal comments to the Motion and proposed Final Order from counsel to PayPal Holdings, Inc. (“PayPal”), IG Design Group Americas, Inc. (“DGA”), Fiserv Inc. (“Fiserv”), the Prepetition ABL Agent, the Prepetition FILO Agent, and the Office of the United States Trustee (the “U.S. Trustee”).

5. Prior to the Committee’s extended Objection Deadline, the Debtors received informal comments to the Motion and proposed Final Order from counsel to the Committee.

6. The Debtors have not received any other objections or other informal comments to the Motion and Final Order.

7. The Debtors revised the proposed Final Order to address the informal comments received from counsel to the Committee, DGA, PayPal, Fiserv, the Prepetition ABL Agent, the

Prepetition FILO Agent, and the U.S. Trustee and the parties agreed to a revised Final Order, a copy of which is attached hereto as **Exhibit 1** (the “Revised Final Order”).

8. A blackline comparing the Revised Final Order against the Final Order is attached hereto as **Exhibit 2**.

9. The Debtors respectfully request that the Court enter the Revised Final Order at its earliest convenience.

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Dated: February 7, 2025
Wilmington, Delaware
/s/ Patrick J. Reilley

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